

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

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DONALD F. BENOIT, Derivatively on Behalf
of MBNA CORP and on Behalf of Himself
and All Others Similarly Situated,

Plaintiffs,

vs.

BRUCE L. HAMMONDS, KENNETH A.
VECCHIONE, RICHARD K. STRUTHERS,
JOHN R. COCHRAN, III, LANCE L.
WEAVER, CHARLES C. KRULAK,
MICHAEL G. RHODES, JOHN W.
SCHEFLEN, RANDOLPH D. LERNER,
JAMES H. BERICK, MARY M. BOIES,
BENJAMIN R. CIVILETTI, WILLIAM L.
JEWS, STUART L. MARKOWITZ,
WILLIAM B. MILSTEAD, THOMAS G.
MURDOUGH, LAURA S. UNGER and
KENNETH D. LEWIS,

Defendants,

- and -

BANK OF AMERICA CORPORATION, a
Delaware Corporation, AS SUCCESSOR IN
INTEREST TO MBNA CORP., and MBNA
CORP., a Maryland Corporation,

Nominal Defendants.

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: Case No. 1:07-cv-561-GMS

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: JOINT STIPULATION AND [PROPOSED]

: ORDER REGARDING BRIEFING

: SCHEDULE

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LEMON BAY PARTNERS and MALCOLM
ROSENWALD,

Plaintiffs,

vs.

BRUCE L. HAMMONDS, KENNETH A.
VECCHIONE, RICHARD K. STRUTHERS,
JOHN R. COCHRAN, III, LANCE L.
WEAVER, CHARLES C. KRULAK,
MICHAEL G. RHODES, JOHN W.
SCHEFLEN, RANDOLPH D. LERNER,
JAMES H. BERICK, MARY M. BOIES,
BENJAMIN R. CIVILETTI, WILLIAM L.
JEWS, STUART L. MARKOWITZ,
WILLIAM B. MILSTEAD, THOMAS G.
MURDOUGH, LAURA S. UNGER and
KENNETH D. LEWIS,

Defendants,

- and -

BANK OF AMERICA CORPORATION, AS
SUCCESSOR IN INTEREST TO MBNA
CORP., and MBNA CORP.,

Nominal Defendants.

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: Case No. 1:07-cv-562-GMS

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WHEREAS, plaintiffs in the above-captioned actions filed a Verified Shareholder's Class and Derivative Complaint (the "Complaints") in each of Case No. 1:07-cv-561-GMS and Case No. 1:07-cv-562-GMS on September 18, 2007; and

WHEREAS, the individual defendants James H. Berick, Mary M. Boies, Benjamin R. Civiletti, William L. Jews, Stuart L. Markowitz, William B. Milstead, Thomas G. Murdough, Laura S. Unger (collectively, the "MBNA Outside Director Defendants") filed motions to dismiss the Complaints on April 17, 2008; and

WHEREAS, plaintiffs' opposition to the MBNA Outside Director Defendants' motions to dismiss is currently due on May 5, 2008; and

WHEREAS, plaintiffs require additional time to prepare and file his opposition to the motions to dismiss; and

NOW, THEREFORE, the parties, by and through their undersigned counsel of record, hereby agree and stipulate to the following:

1. Plaintiffs must file his opposition to the MBNA Outisde Director Defendants' motions to dismiss no later than May 21, 2008; and
2. The MBNA Outside Director Defendants must file their reply thereto no later than June 5, 2008; and
3. The Parties respectfully request the Court to enter an order establishing the above dates and schedule.

Dated: May 2, 2008

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DATED: May 2, 2008

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Defendants

ORDER

PURSUANT TO STIPULATION OF THE PARTIES, IT IS SO ORDERED.

DATED: _____, 2008

U.S. DISTRICT COURT JUDGE